

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 25037-B FILED
SEP 17 '04 2-16 PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 31, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25037.

The names and addresses of the parties to the enclosed document are:

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Lessor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

A description of the railroad equipment covered by the enclosed documents is:

30 railcars within the series AEX 8843 – AEX 9249 and MOBX 52589 and MOBX 52533.

Mr. Vernon A. Williams
September 17, 2004
Page Two

A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25037-B FILED

MEMORANDUM OF LEASE

SEP 17 '04 2-16 PM

(Equipment Schedule No. 012)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of May 31, 2004, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor is the owner of thirty (30)-1972 to 1977 286K Gross Weight Covered Hoppers with 24' trough hatches and gravity gates bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 60 months commencing as of such date.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

Maxine Johnson

ICX CORPORATION, Lessor

By *Dennis J. Dineen*

Name *Dennis J. Dineen*

Title *Vice President*

Signed and acknowledged

Julie A. Webb
Sandra Alexander

THE ANDERSONS, INC., Lessee

By *Gary Smith*

Name *GARY Smith*

Title *V.P. Gen. & Trans*

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 1st day of July, 2004.



Notary Public

MICHELLE SMEGO
Notary Public, State of Ohio, Cuy. Cty.
My commission expires July 1, 2008

State of Ohio)
) ss:
County of Lucas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Andersons, Inc., an Ohio corporation (the "Corporation"), by GARY Smith its VP Finance & Treasurer who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Maumee, Ohio, this 29th day of June, 2004.



Julie Ann Dibble

Notary Public JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT A

30-ACF 1972 to 1977 286,000 Gross Weight Covered Hoppers with 24' trough hatches and gravity gates

AAR MARKINGS:

AEX 9205; AEX 8845; AEX 9228; AEX 9238; AEX 9232; AEX 9231;
AEX 9230; AEX 9233; AEX 9236; AEX 9234; AEX 9237; AEX 8859;
AEX 8885; AEX 9217; AEX 8843; AEX 9241; AEX 9222; AEX 9246;
AEX 9247; AEX 9248; AEX 9220; AEX 9201; AEX 9239; AEX 8872;
AEX 9243; AEX 9218; AEX 9249; AEX 9003; MOBX 52589; MOBX 52533